

JOGGINS RAILWAY COMPANY.



**Incorporated by Act of the Legislature
of Nova Scotia, A. D. 1885.**



Bye Laws and Act of Incorporation.



SACKVILLE, N. B.:

PRINTED AT OFFICE OF CHIGNECTO POST.

JOGGINS RAILWAY COMPANY.

OFFICERS, 1885.

GENERAL D. B. WARNER, St. JOHN,.....PRESIDENT.

GILBERT SEAMAN, MINUDIE,.....VICE-PRESIDENT.

W. C. MILNER, SACKVILLE,.....SECRETARY-TREASURER.

GEO. HIBBARD, LOWER COVE, N. S.,

ROBT. CRUIKSHANK, St. JOHN,

D. W. CLARK, St. JOHN,

WITH PRESIDENT AND VICE-PRESIDENT,

...DIRECTORS.

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JOGGINS RAILWAY COMPANY.

Incorporated under Act of the General Assembly of the Province
of Nova Scotia, A. D. 1885.

1. This Company shall be known as the Joggins Railway Company.

SHARES.

2. Every person owning a Share in the Capital Stock of the said Company shall be entitled to vote at all meetings of the same, and be a Member of the Company. Members shall be entitled to as many votes as they hold Shares. Absent Members may vote by proxy, provided such proxy be a Stockholder authorized in writing.

MEETINGS.

3. At the annual meetings, five Shareholders shall be elected Directors to hold office for one year, or until others are chosen in their place, as hereafter provided. No Stockholder shall be eligible to vote, at any meeting, or serve, unless he shall have paid all calls on his stock.

OFFICERS.

4. The Directors, at their first meeting after each annual meeting, shall elect a President, Vice-President, Secretary-Treasurer and Manager, and such other servants and officers as may be deemed necessary.

DUTIES OF OFFICERS.

5. The Directors shall have proxies to fill during the interval of Stockholders' meetings, but for no longer period, any vacancies which may be made in their own body from time to time, by death, resignation, or any other cause. They may appoint a President *pro tem* in case of the President's absence or inability to perform the duties of his office.

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6. The President shall preside at all meetings, and shall have the general direction and supervision of the ordinary affairs of the Company, subject to the Board of Directors. He shall countersign all certificates of stock, and all checks and drafts for money.

SPECIAL MEETINGS OF COMPANY.

7. The Directors shall have power to call special meetings of the Shareholders, and shall do so on the requisition of Stockholders representing one-quarter of the subscribed Stock of the Company; the time and place of such meeting to be published in two issues of a newspaper published in the County of Cumberland, giving fifteen days' clear notice of such meeting.

SPECIAL MEETINGS OF DIRECTORS.

8. Special meetings of the Directors may be called by the Secretary, at the order of the President or two Directors, by means of a printed or written notice served on the Directors personally or left at the residence or place of business, twenty-four hours before such meeting, or mailed four days before such meeting.

SECRETARY-TREASURER.

9. All cheques, drafts and certificates of stock shall be signed by the Secretary. He shall keep a record of the Proceedings of the Company. He shall keep a stock Ledger or Record of all the stock subscribed, cancelled or transferred.

10. The seal of the Company shall be in the following form :

11. The Directors shall incur no liability, except by unanimous vote at a full meeting of the Directors.

12. These Bye Laws may be amended or added to at any general annual meeting of the Stockholders, and also at any special general meeting, if in the notice published, of such meeting, be included a full statement of the amendment or addition it is proposed to be made.

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CHAPTER 76.

An Act to incorporate "The Joggins Railway Company."

(Passed the 19th day of April, A. D. 1883.)

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Be it enacted by the Governor, Council and Assembly, as follows :

1. John E. Irvine, Daniel W. Clark, Robert Cruikshanks and Darius B. Warner, all of the City of Saint John, in the Province of New Brunswick, and George Hibbard and Gilbert Leaman, both of Lower Cove, in the County of Cumberland, in the Province of Nova Scotia, and Brunswick B. Barnhill, of Joggins, Jephtha Harrison, of Maccan, and Charles W. Hewson, of River Hebert, in said County, and all such other persons and corporations as shall become shareholders, in the Company hereby incorporated, are hereby constituted a body politic and corporate, by the name of the Joggins Railway Company, for the purpose of constructing a line of Railway from the Shores of the Bay of Fundy, at or near the Joggins aforesaid, to the Intercolonial Railway, at or near Maccan Station, or such other point on the Intercolonial as may be found most suitable, and constructing branch lines in the said County of Cumberland.

2. The capital stock of the Company shall be not less than two hundred thousand dollars, one-half of said capital to be subscribed for, and ten per cent. of the whole capital to be paid up before the company shall go into operation, but the amount thereof shall be increased from time to time as the business of the company may require, but such increase of capital shall only be made by a majority of the Board of Directors voting in favor of such increase at a special meeting of such Board called for that purpose.

3. The capital stock shall be divided into shares of one hundred dollars each, and such stock shall be personal property, transmissible and assignable as such.

4. By no construction or implication shall any shareholder be bound, each for the other, the express feature of said stock being to limit the liability of such subscriber to the amount of his subscription. No shareholder shall be liable for the debt or contract of the company to a greater amount than any unpaid balance due the company by such shareholder on account of his subscription made to the capital stock of the corporation, but the transfer of the stock of any shareholder shall not release him from any liability to the corporation on account of his subscription to the capital stock, unless his transferee shall have paid the same in full, and any balance due on the capital stock by any shareholder shall likewise be available to any creditor of the company.

5. The Board of Directors may make regulations concerning the transfer of shares or stock in the company, and the form of shares, stock and other certificates, and the assignment thereof.

6. The Company may issue stock in payment of lands, railways, and other property, or any interest therein on such terms as the Directors may deem best, and such stock shall be deemed fully paid up stock, as if paid in money.

7. No person shall be elected a director of the company, unless he shall be a holder and owner in his own right, or as a trustee for another corporation of at least ten shares in the company.

8. The company shall have power to become parties to promissory notes, and bills of exchange for sums not less than one hundred dollars, and any promissory note or bill of exchange made or endorsed by the president or vice-president of the company, and countersigned by the secretary and treasurer, and under the authority of a quorum of the Directors, shall be binding on the company, and every such promissory note or bill of exchange made, drawn, accepted, or endorsed by the president or vice-president of the company, and countersigned by the secretary or treasurer as such, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the company until the contrary be shewn, and in no case shall it be necessary to have the seal of the company to any such promissory note or bill of exchange, nor shall the president, vice-president, or secretary and treasurer of the company so making,

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drawing, accepting or endorsing any such promissory note, or bill of exchange, be thereby subjected individually to any liability beyond his liability as a shareholder of the company, provided always that nothing in this section shall be construed to authorize the company to issue any note payable to bearer, or any promissory note intended to be circulated as money, or as the notes of a bank.

9. It shall be lawful for the company to construct a road, and to make and operate a railway or tramway over, under and across any brooks, rivers, and streams, not being navigable waters, subject nevertheless to the regulations to be made by the Municipal Council of the County, for the safety of the inhabitants, and their property, and the preservation of public and private rights; also to make harbours, piers, and breakwaters, and shipping places upon any lands owned or acquired by the company under this Act.

10. It shall be lawful for the company to enter into agreements with other companies, incorporated or unincorporated, individuals, or governments, to build, construct, equip, complete, and operate the whole or any part of the company's works, or to lease the same when so completed, or to receive by way of gift or bonus any lands, sums of money, securities and debentures, on such terms as may be mutually agreed upon, and the company is hereby authorized to issue, when necessary, paid up stock of the company in settlement of, and to represent the whole or part of the cost or value of such performance, acquisition, or bonus, and such stock shall be declared, and taken to be fully paid up to all intents and purposes, and shall not be subject to any further calls, nor shall the holders thereof be liable for any payment on account thereof.

11. The Board of Directors may open books for the subscription to the capital stock of the company at such places, and under such conditions, and after such terms as they may deem best to the interest of the company.

12. The first meeting of the company shall be held at such time and place as a majority of the corporation shall fix, and notice thereof shall be given for thirty days previous to the time fixed for the meeting in any newspaper published in the County of Cumberland, at which meeting the said company shall be organized, and a Board of Directors chosen.

13. The Board of Directors shall at their first meeting elect a president, vice-president, secretary and treasurer, and may from time to time appoint such other officers or agent as may be deemed necessary for carrying on the business of the company.

14. The annual meeting of the Company for the election of Directors, and transaction of other business of the Company, shall be held on the first Tuesday in February, in each year, at Amherst, Nova Scotia, unless otherwise ordered by a by-law of the Company, which election shall be by a majority of the votes of all the shares represented at the meeting, each share being entitled to one vote; the shareholders may vote in person or by proxy.

15. The organization of the Company shall not lapse by any failure to choose officers on the day appointed, but the officers may continue in office until others shall be elected in their place, and in case of a vacancy in the Board of Directors, by reason of death, resignation, or otherwise, it may be filled by the remaining Directors, subject, however, to any provision which may be contained in the by-laws.

16. The Directors may receive money, lands, mines, buildings, machinery, leases, licenses, rights or privileges, or other property, or any interest therein respectively, or material, and work at contract price in payment of stock subscribed for, or any instalments due thereon, subject to such conditions as to valuation, or acceptance of the same, as may be imposed by the by-laws of the Company, or the vote of the stockholders.

17. The Directors shall have power to issue bonds not to exceed in amount one-half the capital stock of the Company, which bonds when issued shall constitute a first lien upon all properties of the Company. None of such bonds shall be for a less sum than one hundred dollars.

18. The said Company shall through its directors appoint a recognized manager or agent, resident in the Province of Nova Scotia, service on whom of all process, notices and other documents shall be held to be sufficient service on the Company, and the name and address of such manager or agent shall be filed with the Registrar of Deeds for the County of Cumberland. In default of such appointment, or in case of absence, or death of such manager or agent, process notices, and documents, may be served upon any officer, or employee of the Company, and for

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want of such officer, or employee, may be posted upon some principal building of the Company, and such service or posting shall be deemed a sufficient service upon the Company.

19. The Company shall paint or affix, and keep painted, or affixed their name on the outside of every office or place in which the business of the Company is carried on, in a conspicuous position, in letters easily legible, and shall have their names mentioned in legible characters in all notices, advertisements, and other official publications of the Company, and in all bills of exchange, promissory notes, cheques, orders, bills of parcels, receipts, letters, and other writings used in the transaction of the business of the Company, and each of the Directors of the Company shall be liable to a penalty of twenty dollars for every neglect or omission of the name of the Company in any of the above cases.

20. The principal office of the Company shall be in such place as the Board of Directors may from time to time appoint, and the place where such office is situated shall be filed in the office of the Registrar of Deeds for the County of Cumberland.

21. The Nova Scotia Railway Act, 1880, and the amendments thereof, shall apply to the Company's undertaking, and be considered to be incorporated herewith.

22. The construction of said line of railway must be commenced within a year and completed within five years from the first day of April, 1883, failing which the Governor in Council may declare this Act and charter null and void.

